

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)	
)	PROMESA
)	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	
)	No. 17 BK 3283-LTS
As a representative of)	
)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO)	
<i>et al.,</i>)	Re: ECF Dkt. Nos. 14523, 16155, 16156,
)	16157, 16158, 16782, 17660
)	
Debtors.¹)	
)	Hearing date: August 17, 2022, at 9:30
)	a.m. (AST)
)	
)	
)	

**FEE EXAMINER’S REPORT ON UNCONTESTED PRE-PRRADA PROFESSIONAL
FEE MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
AUGUST 17, 2022, OMNIBUS HEARING**

- I. STATUS REPORT ON INTERIM AND FINAL FEE REVIEW PROCESS
IN LIGHT OF PRRADA AND HTA PLAN CONFIRMATION**
- II. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE
THIRTEENTH INTERIM (JUNE 1, 2021-SEPTEMBER 30, 2021) AND
PRIOR COMPENSATION PERIODS**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE SEPTEMBER 21, 2022, OMNIBUS HEARING OR A LATER DATE

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

STATUS REPORT ON INTERIM AND FINAL FEE REVIEW PROCESS IN LIGHT OF PRRADA AND HTA PLAN CONFIRMATION

This Court entered the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Compensation Order**”) on April 12, 2022. On June 22, 2022, The United States Trustee for Region 21 (the “**U.S. Trustee**”) filed the *Motion of the United States Trustee for Amendment of the Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals (ECF No. 20546)* [Dkt. No. 21316] and, on June 24, 2022, the Court entered the *Order on Motion of the United States Trustee for Amendment of the Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals (ECF No. 20546)* [Dkt. No. 21334] (the “**Order Further Amending Third Amended Compensation Order**”), granting an extension of time until August 15, 2022, for the U.S. Trustee to review, to comment informally on, or to object to any professional’s disclosures pursuant to the *Puerto Rico Recovery Accuracy in Disclosures Act* [“**PRRADA**”].

The Order Further Amending Third Amended Compensation Order also established a timeline and procedures for the filing and review of PRRADA disclosures for professionals retained after the date of the Third Amended Compensation Order—April 12, 2022. This change necessitates a modification of the fee review timeline set forth in the Third Amended Compensation Order. The imminent HTA plan confirmation proceedings will necessitate further amendments. The Fee Examiner will propose comprehensive modifications to the interim and

final fee application schedule after the entry of an HTA plan confirmation order. At a minimum, reporting on most professional fee applications for the **Fourteenth Interim Fee Period** (October 1, 2021-January 31, 2022), previously anticipated in connection with the September 21, 2022, omnibus hearing, will shift to the November 2, 2022, omnibus hearing to accommodate the revised PRRADA disclosure timeline.

This supplemental report addresses previously deferred interim fee applications for interim periods through and including the **Thirteenth Interim Fee Period** (June 1-September 30, 2021), which were unaffected by the PRRADA disclosure process.

THIRTEENTH INTERIM (AND PRIOR) FEE PERIOD APPLICATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the pre-PRRADA interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the Third Amended Compensation Order, that the Fee Examiner and the applicants listed on **Exhibit B** and **Exhibit C** are in productive discussions and—to continue their dialogue—have agreed to adjourn consideration of these fee applications to the September 21, 2022, omnibus hearing, or another date convenient for the Court.

Exhibit A lists seven interim fee applications recommended for the Court's approval with adjustment. **Exhibit B** identifies those pending interim applications recommended for deferral, including those filed after the Fee Examiner's deadlines or initially supported by incomplete data or documentation but before PRRADA's enactment on January 20, 2022. **Exhibit C** lists one remaining final COFINA fee application recommended for deferral.

RELIEF REQUESTED

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on

Exhibit A and permit the deferral of the applications listed on **Exhibits B** and **C** to the omnibus hearing scheduled for September 21, 2022, or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: August 10, 2022.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

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In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth - Thirteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
1 Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00	\$ -	\$ 26,187.61	\$ 16,359.71	\$ 4,300,000.00	\$ 9,827.90
Seventh Interim Fee Period (June 1 - September 30, 2019)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
2 Citigroup Global Markets Inc. [Dkt. No. 16155]	6/1 - 9/30/2019	\$ 4,705,000.00	\$ -	\$ 813,391.60	\$ 1,828.30	\$ 4,705,000.00	\$ 811,563.30
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
3 Citigroup Global Markets Inc. [Dkt. No. 16156]	10/1/2019 - 1/31/2020	\$ 4,840,000.00	\$ -	\$ 1,206.00	\$ 1,206.00	\$ 4,840,000.00	\$ -
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
4 Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00	\$ -	\$ 9,354.30	\$ 2,331.60	\$ 4,840,000.00	\$ 7,022.70
<i>Local Counsel to the FOMB</i>							
5 O'Neill & Borges LLC [Dkt. No. 16782]	2/1 - 5/31/2020	\$ 455,558.85	\$ 924.80	\$ 509.09	\$ -	FN1 \$ 454,634.05	\$ 509.09
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
6 Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00	\$ -	\$ 10,606.80	\$ 3,698.40	\$ 4,840,000.00	\$ 6,908.40
<i>Local Counsel to the FOMB</i>							
7 O'Neill & Borges LLC [Dkt. No. 17660]	6/1 - 9/30/2020	\$ 283,425.75	\$ 670.18	\$ 3,968.93	\$ -	FN1 \$ 282,755.57	\$ 3,968.93

FN1 - In light of the Order Concerning Carlos Lamoutte's Objection to Verified Statement Regarding Disinterestedness of O'Neill & Borges LLC Pursuant to the Puerto Rico Recovery Accuracy in Disclosures Act, Filed on July 12, 2022, Docket Entry No. 21,485 [Dkt. No. 21604], the Fee Examiner has not requested adjustments premised on any deficiency in disclosure or disinterestedness. See also Motion to Intervene and to Inform the Existence and Continuance of an Unresolvable Conflict of Interest In Violation of the Puerto Rico Recovery Accuracy in Disclosures Act of 2021, 48 U.S.C. 2101 Et Seq., and Petition for : (A) the Permanent Disqualification of O'Neill & Borges, LLC as Legal Counsel to the Financial Oversight and Management Board for Puerto Rico, and (B) the Disallowment [sic] and Disgorgement of Legal Fees [Dkt. No. 20873]. Neither the disqualification motion nor the objection to the professional's PRRADA disclosures directly implicates - at least initially - the reasonableness or necessity of the professional fees recommended for Court approval here.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
1-a Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
<i>Financial Advisors to PREPA</i>							
1-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
<i>Debtors' Consultant</i>							
2 Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
3-a Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
<i>Financial Advisors to PREPA</i>							
3-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
<i>Counsel to FOMB</i>							
4 Gierbolini & Carroll Law Offices, PSC [Dkt. No. 8016]	2/1 - 5/31/2019	\$ 19,504.00		\$ 520.00			
<i>Special Counsel to FOMB - PREPA</i>							
5 Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
6 PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)							
<i>Financial Advisors to Commonwealth</i>							
7-a Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
<i>Financial Advisors to PREPA</i>							
7-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
<i>Special Counsel to FOMB - PREPA</i>							
8 Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
9-a O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
<i>Counsel to AAFAF - HTA</i>							
9-b O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
<i>Counsel to AAFAF - ERS</i>							
9-c O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
<i>Counsel to AAFAF - PREPA</i>							
9-d O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
<i>Investment Banker and Financial Advisor to FOMB</i>							
10 PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
<i>Financial Advisors to Commonwealth</i>							
11-a Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
<i>Financial Advisors to PREPA</i>							
11-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
<i>Special Counsel to FOMB - PREPA</i>							
12 Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
13-a O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
<i>Counsel to AAFAF - HTA</i>							
13-b O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			

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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to AAFAF - ERS</i>								
13-c	O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14				
	<i>Counsel to AAFAF - PREPA</i>								
13-d	O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
14	PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79				
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)									
	<i>Financial Advisors to Commonwealth</i>								
15-a	Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01				
	<i>Financial Advisors to PREPA</i>								
15-b	Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41				
	<i>Special Counsel to FOMB - PREPA</i>								
16	Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -				
	<i>Counsel to AAFAF - Commonwealth</i>								
17-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79				
	<i>Counsel to AAFAF - ERS</i>								
17-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03				
	<i>Counsel to AAFAF - HTA</i>								
17-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61				
	<i>Counsel to AAFAF - PREPA</i>								
17-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
18	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86				
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
	<i>Financial Advisors to Commonwealth</i>								
19-a	Ankura Consulting Group, LLC [Dkt. No. 18095]	6/1 - 9/30/2020	\$ 5,079,515.26		\$ -				
	<i>Financial Advisors to PREPA</i>								
19-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -				
	<i>Special Counsel to FOMB - PREPA</i>								
20	Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -				
	<i>Counsel to AAFAF - Commonwealth</i>								
21-a	O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04		\$ 210,123.92				
	<i>Counsel to AAFAF - ERS</i>								
21-b	O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95		\$ 74,371.80				
	<i>Counsel to AAFAF - HTA</i>								
21-c	O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00		\$ 2,182.88				
	<i>Counsel to AAFAF - PREPA</i>								
21-d	O'Melveny & Myers LLP [17-4780 Dkt. No. 2487]	6/1 - 9/30/2020	\$ 795,045.59		\$ 129,247.99				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
22	PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81				
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)									
	<i>Financial Advisors - Commonwealth</i>								
23-a	Ankura Consulting Group, LLC [Dkt. No. 18168]	10/1/2020 - 1/31/2021	\$ 4,613,452.36		\$ 68,005.73				
	<i>Financial Advisors - PREPA</i>								
23-b	Ankura Consulting Group, LLC [Dkt. No. 17831]	10/1/2020 - 1/31/2021	\$ 1,850,867.90		\$ 36,019.70				

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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Claims Counsel to FOMB - Commonwealth</i>								
24-a	Brown Rudnick LLP [Dkt. No. 17447]	10/1/2020 - 1/31/2021	\$ 612,405.00		\$ 2,238.65				
	<i>Claims Counsel to FOMB - ERS</i>								
24-b	Brown Rudnick LLP [17-3566 Dkt. No. 1186]	10/1/2020 - 1/31/2021	\$ 43,511.00		\$ 10,535.60				
	<i>Claims Counsel to FOMB - PREPA</i>								
24-c	Brown Rudnick LLP [17-4780 Dkt. No. 2564]	10/1/2020 - 1/31/2021	\$ 29,826.00		\$ 34.17				
	<i>Counsel to AAFAF - Commonwealth</i>								
25-a	O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00		\$ 181,441.88				
	<i>Counsel to AAFAF - ERS</i>								
25-b	O'Melveny & Myers LLP [Dkt. No. 16769]	10/1/2020 - 1/31/2021	\$ 712,225.00		\$ 93,367.41				
	<i>Counsel to AAFAF - HTA</i>								
25-c	O'Melveny & Myers LLP [Dkt. No. 16770]	10/1/2020 - 1/31/2021	\$ 73,920.50		\$ 4,409.76				
	<i>Counsel to AAFAF - PREPA</i>								
25-d	O'Melveny & Myers LLP [17-4780 Dkt. No. 2488]	10/1/2020 - 1/31/2021	\$ 458,356.00		\$ 148,074.10				
	<i>Local Counsel to the FOMB</i>								
26	O'Neill & Borges LLC [Dkt. No. 18127]	10/1/2020 - 1/31/2021	\$ 328,468.50		\$ 3,894.86				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
27	PJT Partners LP [Dkt. No. 16945]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -				
	<i>Counsel to Debtors - Commonwealth</i>								
28-a	Proskauer Rose LLP [Dkt. No. 17587]	10/1/2020 - 1/31/2021	\$ 11,164,006.40		\$ 438,081.14				
	<i>Counsel to Debtors - ERS</i>								
28-b	Proskauer Rose LLP [Dkt. No. 17589 and 17-3566 Dkt. No. 1194]	10/1/2020 - 1/31/2021	\$ 1,308,558.00		\$ 141,875.63				
	<i>Counsel to Debtors - HTA</i>								
28-c	Proskauer Rose LLP [Dkt. No. 17591 and 17-3567 Dkt. No. 1056]	10/1/2020 - 1/31/2021	\$ 1,790,417.60		\$ 78,072.78				
	<i>Counsel to Debtors - PBA</i>								
28-d	Proskauer Rose LLP [Dkt. No. 17596 and 19-5523 Dkt. No. 166]	10/1/2020 - 1/31/2021	\$ 12,769.50		\$ 344.00				
	<i>Counsel to Debtors - PREPA</i>								
28-e	Proskauer Rose LLP [Dkt. No. 17592 and 17-4780 Dkt. No. 2573]	10/1/2020 - 1/31/2021	\$ 3,859,914.50		\$ 129,277.60				
	Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)								
	<i>Financial Advisors - PREPA</i>								
29	Ankura Consulting Group, LLC [Dkt. No. 19189, 19634 and 17-4780 Dkt. No. 2650]	2/1/2021 - 5/31/2021	\$ 5,901,035.25		\$ 196,557.40				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - AAFAF</i>								
30	Brattle Group, Inc., The [Dkt. No. 17393]	2/1/2021 - 5/31/2021	\$ 90,518.62		\$ -				
	<i>Claims Counsel to FOMB - Commonwealth</i>								
31-a	Brown Rudnick LLP [Dkt. No. 17740]	2/1/2021 - 5/31/2021	\$ 537,973.00		\$ 2,328.07				
	<i>Claims Counsel to FOMB - ERS</i>								
31-b	Brown Rudnick LLP [17-3566 Dkt. No. 1208]	2/1/2021 - 5/31/2021	\$ 57,377.00		\$ 5,493.50				
	<i>Claims Counsel to FOMB - PREPA</i>								
31-c	Brown Rudnick LLP [17-4780 Dkt. No. 2592]	2/1/2021 - 5/31/2021	\$ 8,687.00		\$ -				
	<i>Local Counsel to the FOMB</i>								
32	O'Neill & Borges LLC [Dkt. No. 19412]	2/1/2021 - 5/31/2021	\$ 310,184.10		\$ 7,080.85				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
33	PJT Partners LP [Dkt. No. 19494]	2/1/2021 - 5/31/2021	\$ 5,000,000.00		\$ -				
	<i>Counsel to Debtors - Commonwealth</i>								
34-a	Proskauer Rose LLP [Dkt. No. 19689]	2/1/2021 - 5/31/2021	\$ 17,771,894.20		\$ 972,661.56				

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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors - ERS</i>								
34-b	Proskauer Rose LLP [Dkt. No. 19696 and 17-3566 Dkt. No. 1294]	2/1/2021 - 5/31/2021	\$ 412,901.90		\$ 25,150.15				
	<i>Counsel to Debtors - HTA</i>								
34-c	Proskauer Rose LLP [Dkt. No. 19694 and 17-3567 Dkt. No. 1120]	2/1/2021 - 5/31/2021	\$ 1,189,185.20		\$ 39,430.16				
	<i>Counsel to Debtors - PBA</i>								
34-d	Proskauer Rose LLP [Dkt. No. 19692 and 19-5523 Dkt. No. 267]	2/1/2021 - 5/31/2021	\$ 29,993.10		\$ -				
	<i>Counsel to Debtors - PREPA</i>								
34-e	Proskauer Rose LLP [Dkt. No. 19690 and 17-4780 Dkt. No. 2678]	2/1/2021 - 5/31/2021	\$ 5,901,381.30		\$ 184,992.83				
	Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)								
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>								
35-a	Brattle Group, Inc., The [Dkt. No. 19275]	6/1/2021 - 9/30/2021	\$ 629,297.06		\$ 1,500.00				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Assessment of House Bill 3</i>								
35-b	Brattle Group, Inc., The [Dkt. No. 19272]	6/1/2021 - 9/30/2021	\$ 24,491.70		\$ -				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Title III Expert Support</i>								
35-c	Brattle Group, Inc., The [Dkt. No. 19273]	6/1/2021 - 9/30/2021	\$ 503,859.50		\$ 2,552.70				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Healthcare Acts</i>								
35-d	Brattle Group, Inc., The [Dkt. No. 19274]	6/1/2021 - 9/30/2021	\$ 1,372.50		\$ -				
	<i>Claims Counsel to the FOMB - Commonwealth</i>								
36-a	Brown Rudnick LLP [Dkt. No. 19321]	6/1/2021 - 9/30/2021	\$ 465,491.50		\$ 1,409.10				
	<i>Claims Counsel to the FOMB - ERS</i>								
36-b	Brown Rudnick LLP [17-3566 Dkt. No. 1263]	6/1/2021 - 9/30/2021	\$ 800.00		\$ -				
	<i>Claims Counsel to the FOMB - PREPA</i>								
36-c	Brown Rudnick LLP [17-4780 Dkt. No. 2658]	6/1/2021 - 9/30/2021	\$ 91,691.00		\$ 904.90				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
37	PJT Partners LP [Dkt. No. 19805]	6/1/2021 - 9/30/2021	\$ 5,000,000.00		\$ -				

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Deferred:

Final Fee Applications Denied:							
Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
Counsel to AAFAF - COFINA							
1 O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

Re: ECF Dkt. Nos. 14523, 16155, 16156,
16157, 16158, 16782, 17660

**OMNIBUS ORDER AWARDING: INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE THIRTEENTH INTERIM (JUNE 1, 2021 – SEPTEMBER 30,
2021) AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 14523, 16155, 16156, 16157, 16158, 16782, 17660 [Case No. 17-3283], the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [see Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284] 724, 873, 967, 1048, 1186, 1194, 1208, 1263, 1294 [Case No. 17-3566] 657, 770, 920, 952, 1056, 1120, [Case No. 17-3567], 1137, 1604, 1786, 1788, 1970, 1977, 2175, 2343, 2377, 2487, 2488, 2564, 2573, 2592, 2650, 2658, 2678, [Case No. 17-4780], 166, 267 [Case No. 19-5523], 8014, 8016, 8454, 9215, 9275, 9332, 9354, 9538, 9539, 12180, 12401, 12907, 13600, 13725, 14031, 14041, 14179, 14924, 15472, 15477, 15481, 15482, 15553, 15554, 15577, 16768, 16769, 16770, 16945, 17393, 17447, 17587, 17589, 17591, 17592, 17596, 17740, 17831, 18095, 18127, 18168, 19189, 19272, 19273, 19274, 19275, 19321, 19412, 19494, 19634, 19689, 19690, 19692, 19694, 19696, 19805, [Case No. 17-3283] remain adjourned for consideration at a later hearing date.

5. This Order resolves Docket Entry Nos. 14523, 16155, 16156, 16157, 16158, 16782, 17660 [Case No. 17-3283].

SO ORDERED.

Dated: August ____, 2022

LAURA TAYLOR SWAIN
United States District Judge

27655685.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth - Thirteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
1 Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00	\$ -	\$ 26,187.61	\$ 16,359.71	\$ 4,300,000.00	\$ 9,827.90
Seventh Interim Fee Period (June 1 - September 30, 2019)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
2 Citigroup Global Markets Inc. [Dkt. No. 16155]	6/1 - 9/30/2019	\$ 4,705,000.00	\$ -	\$ 813,391.60	\$ 1,828.30	\$ 4,705,000.00	\$ 811,563.30
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
3 Citigroup Global Markets Inc. [Dkt. No. 16156]	10/1/2019 - 1/31/2020	\$ 4,840,000.00	\$ -	\$ 1,206.00	\$ 1,206.00	\$ 4,840,000.00	\$ -
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
4 Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00	\$ -	\$ 9,354.30	\$ 2,331.60	\$ 4,840,000.00	\$ 7,022.70
<i>Local Counsel to the FOMB</i>							
5 O'Neill & Borges LLC [Dkt. No. 16782]	2/1 - 5/31/2020	\$ 455,558.85	\$ 924.80	\$ 509.09	\$ -	FN1 \$ 454,634.05	\$ 509.09
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
6 Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00	\$ -	\$ 10,606.80	\$ 3,698.40	\$ 4,840,000.00	\$ 6,908.40
<i>Local Counsel to the FOMB</i>							
7 O'Neill & Borges LLC [Dkt. No. 17660]	6/1 - 9/30/2020	\$ 283,425.75	\$ 670.18	\$ 3,968.93	\$ -	FN1 \$ 282,755.57	\$ 3,968.93

FN1 - In light of the Order Concerning Carlos Lamoutte's Objection to Verified Statement Regarding Disinterestedness of O'Neill & Borges LLC Pursuant to the Puerto Rico Recovery Accuracy in Disclosures Act, Filed on July 12, 2022, Docket Entry No. 21,485 [Dkt. No. 21604], the Fee Examiner has not requested adjustments premised on any deficiency in disclosure or disinterestedness. See also Motion to Intervene and to Inform the Existence and Continuance of an Unresolvable Conflict of Interest In Violation of the Puerto Rico Recovery Accuracy in Disclosures Act of 2021, 48 U.S.C. 2101 Et Seq., and Petition for : (A) the Permanent Disqualification of O'Neill & Borges, LLC as Legal Counsel to the Financial Oversight and Management Board for Puerto Rico, and (B) the Disallowment [sic] and Disgorgement of Legal Fees [Dkt. No. 20873]. Neither the disqualification motion nor the objection to the professional's PRADA disclosures directly implicates - at least initially - the reasonableness or necessity of the professional fees recommended for Court approval here.